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Insurance Company, Americas Life Insurance
Corporation, and Acacia Life Insurance Company*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

(Jointly Administered)

Re: Docket No. 2284

JOINDER OF UNION CENTRAL LIFE INSURANCE COMPANY, AMERITAS LIFE INSURANCE CORP., AND ACACIA LIFE INSURANCE COMPANY TO MOTION OF AIG ASSET MANAGEMENT (U.S.), LLC, THE ALLSTATE ENTITIES, MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY, AND THE PRUDENTIAL ENTITIES FOR AN ORDER UNDER BANKRUPTCY RULE 3013 (i) CLASSIFYING RMBS FRAUD CLAIMS IN THE SAME CLASS AS THE SECURITIZATION TRUSTS' CLAIMS FOR PURPOSES OF ANY CHAPTER 11 PLAN FOR THE DEBTORS AND (ii) DIRECTING THAT MISREPRESENTATION CLAIMS CANNOT BE PLACED IN A PLAN CLASS THAT WILL BE SUBORDINATED UNDER BANKRUPTCY CODE SECTION 510(b)

1. Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company (collectively the "Union Central Parties"), plaintiffs in the civil action styled as *Union Cent. Life Ins. Co. et al. v. Credit Suisse First Boston Mortg. Sec. Corp. et*

al., pending in the United States District Court for the Southern District of New York, Case No. 11-CV-2890 (GBD) (the “Union Central Action”), hereby (a) join in the *Motion of AIG Asset Management (U.S.), LLC, the Allstate Entities, Massachusetts Mutual Life Insurance Company, and the Prudential Entities for an Order Under Bankruptcy Rule 3013 (i) Classifying RMBS Fraud Claims in the Same Class as the Securitization Trusts' Claims for Purposes of any Chapter 11 Plan for the Debtors and (ii) Directing That Misrepresentation Claims Cannot Be Placed in a Plan Class That Will Be Subordinated Under Bankruptcy Code Section 510(b)* (the “Motion”) [Docket No. 2284]¹ and (b) assert that their claims against the above-captioned debtors constitute Misrepresentation Claims for purposes of the Motion.²

2. The Union Central Parties reserve all rights with respect to their claims, including but not limited to the rights to object to (a) any motion seeking disallowance or subordination of their claims under section 510(b) of the Bankruptcy Code and (b) confirmation of any chapter 11 plan filed in these cases that proposes to subordinate their claims under section 510(b) of the Bankruptcy Code.

¹ Capitalized terms used but not defined herein have the meanings ascribed to them in the Motion.

² Identifying the claims asserted in the Union Central Action as Misrepresentation Claims is solely for the purposes of the Motion and this Joinder, and is not to be otherwise construed as constituting a full description or definition of the claims that have been or may be asserted in the Union Central Action.

Dated: February 19, 2012
New York, New York

Respectfully submitted,

/s/ Michael S. Etkin

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